

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re Chapter 11
: DELPHI CORPORATION, et al. Case NO. 05-44481 (RDD)
: Debtors. (Jointly Administered)
: ----- x

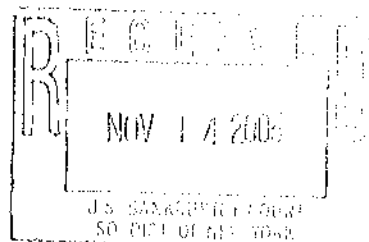
NOTICE OF FILING

To: Delphi Corporation Skadden, Arps, Slate, Meagher & Flom
Attn: General Counsel Attn: John Wm. Butler, Jr., Esq.
5725 Delphi Drive 333 West Wacker Drive
Troy, Michigan 48098 Suite 2100
Chicago, Illinois 60606

Attn: Alicia M. Leonhard, Esq. Latham & Watkins
33 Whitehall Street Attn: Mark A. Broude, Esq.
Suite 2100 885 Third Avenue
New York, New York 10044 New York, New York 10022

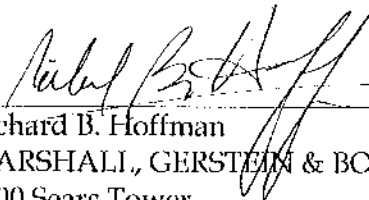
Simpson Thacher & Bartlett
LLP
Attn: Marissa Wesley, Esq.
425 Lexington Avenue
New York, New York 10017

PLEASE TAKE NOTICE that on Wednesday, November 9, 2005, we mailed for filing
with the United States Bankruptcy Court Southern District of New York, **Affidavit of Legal**



Ordinary Course Professional, a copy of which is enclosed herewith and hereby served upon you.

November 9, 2005



Richard B. Hoffman
MARSHALL, GERSTEIN & BORUN LLP
6300 Sears Tower
233 South Wacker Drive
Chicago, IL 60606
(312) 474-6300

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

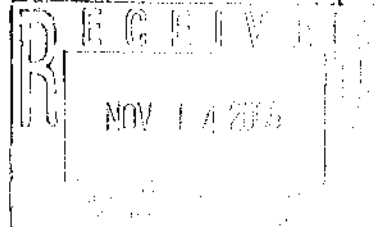
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: DELPHI CORPORATION, et al. Case NO. 05-44481 (RDD)
: Debtors. (Jointly Administered)
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AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL.

STATE OF)
COUNTY OF) ss:
)

Richard B. Hoffman, being duly sworn, deposes and says:

1. I am a partner of Marshall, Gerstein & Borun LLP ("MGB") which firm maintains offices at 6300 Sears Tower, 233 S. Wacker Dr., Chicago, IL 60606.
2. Neither I, "Richard Hoffman", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. MGB, has represented and advised the Debtors in intellectual property matters with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and MGB has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the united States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and MGB proposes, to render the following services to the Debtors: intellectual property counseling.
5. MGB's current fees arrangement is our standard rates.
6. Except as set forth herein, no promises have been received by MGB or any partner, auditor or other member thereof as to compensation in connection with these chapter 11



cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the executive Office of the United States Trustee.

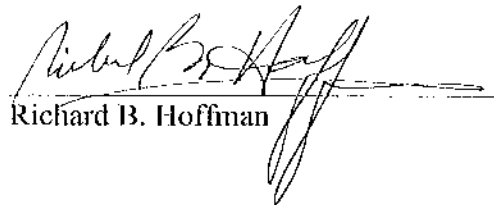
7. MGB has no agreement with any entity to share with such entity any compensation received by MGB.

8. MGB and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. MGB does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

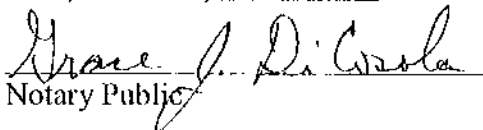
9. Neither I, MGB, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, other estates in the matters upon which MGB is to be engaged.

10. The foregoing constitutes the statement of MGB pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT


Richard B. Hoffman

Subscribed and sworn before me
this 9th day of November, 2005


Notary Public



CERTIFICATE OF SERVICE

The undersigned, an attorney, certifies that he caused a copy of **Affidavit of Legal Ordinary Course Professional**, and all documents referred as attached thereto, to be served via first class mail this 9th day of November 2005 upon:

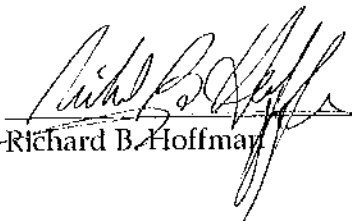
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Attn: General Counsel
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Troy, Michigan 48098

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